

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

February 19, 2004

IN RE:)	
)	
PETITION FOR APPROVAL OF THE TRANSFER)	DOCKET NO.
OF CONTROL OF REDUCED RATE LONG)	03-00642
DISTANCE, LLC TO DOMINION BUSINESS)	
GROUP, INC.)	

ORDER APPROVING TRANSFER OF AUTHORITY

This matter came before Chairman Deborah Taylor Tate, Director Pat Miller, and Director Ron Jones of the Tennessee Regulatory Authority (the “TRA” or “Authority”), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on January 26, 2004 for consideration of the Petition of Visia Communications, LLC (“Visia”) and Reduced Rate Long Distance, LLC (“RRLD”)¹ for TRA approval of a transfer of authority to provide telecommunications services required under Tenn Code Ann. § 65-4-113.

Tenn. Code Ann. § 65-4-113

Tenn. Code Ann. § 65-4-113 requires a public utility to obtain TRA approval to transfer its authority to provide utility services (also known as a “certificate of public convenience and necessity” or “CCN”) Tenn Code Ann § 65-4-113(a) reads as follows:

¹ The Parties initially provided to the TRA only a letter of notification on the premise that the transaction in question did not require the Agency’s approval

No public utility, as defined in § 65-4-101, shall transfer all or any part of its authority to provide utility services, derived from its certificate of public convenience and necessity issued by the authority, to any individual, partnership, corporation or other entity without first obtaining the approval of the authority.

Tenn Code Ann § 65-4-113(b) provides the standards by which the TRA shall consider an application for transfer of authority, in pertinent part, as follows

Upon petition for approval of the transfer of authority to provide utility services, the authority shall take into consideration all relevant factors, including, but not limited to, the suitability, the financial responsibility, and capability of the proposed transferee to perform efficiently the utility services to be transferred and the benefit to the consuming public to be gained from the transfer . . .

The Petition

In the Petition, which was filed with the TRA on December 18, 2003, the Parties outline a transaction in which ownership of Visia and its subsidiary RRLD will be transferred from BSM Family Limited Partnership and David Butler, individually, to Dominion Business Group, Inc (“Dominion”), a Nevada holding company. As a result of the transaction, Dominion will become the new parent company of both Visia and RRLD, but immediate ownership of RRLD will remain with Visia. RRLD will continue to be the direct holder of the CCN granted to it by the TRA on August 7, 2001 in Docket No. 01-00391 and will still be the actual provider of telecommunications service, however, Dominion will become the ultimate owner of the CCN. Because the transaction will result in a *pro forma* transfer of RRLD’s CCN, the Parties are seeking TRA approval. According to the Petition, the transaction should be seamless to the customers of RRLD as there will be no change in rates, terms or conditions of service but will benefit these customers by strengthening the financial status of Visia, thereby, enhancing the ability of RRLD to offer a broad range of products and services.

January 26, 2004 Authority Conference

At the January 26, 2004 Authority Conference, the Directors found that the transaction will have little effect on the management or regulation of RRLD but should enhance the strength of the Company to the benefit of its customers. For these reasons, the Directors voted unanimously to approve the Petition.

IT IS THEREFORE ORDERED THAT:

The proposed *pro forma* transfer of RRLD's Tennessee CCN as described in the Petition and discussed herein is approved.


Deborah Taylor Tate, Chairman


Pat Miller, Director


Ron Jones, Director